

the call of a majority of the organizers to identify the initial members of the limited liability company. Unless otherwise provided in this Chapter or in the articles of organization of the limited liability company, all decisions to be made by the organizers at such meetings shall require the approval, consent, agreement, or ratification of a majority of the organizers. Unless otherwise provided in the articles of organization, the organizers may, in lieu of a meeting, take action as described in this subsection by written consent signed by all of the organizers. The written consent may be incorporated in, or otherwise made part of, the initial written operating agreement of the limited liability company."

Section 51. G.S. 57C-3-03 reads as rewritten:

"§ 57C-3-03. *Voting of members.*

Except as provided in the articles of organization or a written operating agreement, the affirmative vote, approval, agreement, or consent of all members shall be required to:

- (1) Adopt or amend an operating agreement;
- (2) Admit any person as a member;
- (3) Sell, transfer, or otherwise dispose of all or substantially all of the assets of the limited liability company prior to the dissolution of the limited liability ~~company;~~ company.
- (4) ~~Merge the limited liability company into or with another limited liability company."~~

Section 52.(a) If Senate Bill 835, 1999 Regular Session, becomes law, then G.S. 57C-1-03(3a), as enacted by Senate Bill 835, reads as rewritten:

- "(3a) Business entity. -- A corporation (including a professional corporation as defined in G.S. 55B-2), a foreign corporation (including a foreign professional corporation as defined in G.S. 55B-16), a domestic or foreign nonprofit corporation as defined in G.S. 55A-1-40, a domestic or foreign limited liability company, a domestic or foreign limited partnership as defined in G.S. 59-102, or any other partnership as defined in G.S. 59-36 whether or not formed under the laws of this State (including a registered limited liability partnership as defined in G.S. 59-32 and any other limited liability partnership formed under a law other than the laws of this ~~State.~~ State)."

Section 52.(b) If Senate Bill 835, 1999 Regular Session, becomes law, then G.S. 57C-9A-08(a)(1), as enacted by Senate Bill 835, reads as rewritten:

- "(1) Each other merging business entity merges into the surviving business entity, and the separate existence of each merging business ~~entity,~~ entity except the surviving business entity ceases;"

Section 53. S.L. 1999-237 is amended by rewriting the two lines above the heading to Section 11.58 to read: